

Internal Rules

**Association Läkare Utan Gränser
MSF Sweden and MSF Finland**

As approved by the MSF Sweden Board 180825

Revised 260411

Contents

1	Introduction.....	3
2	The Board, the Executive: Roles and Responsibilities	3
2.1	General Principles.....	3
2.2	The Role and Responsibilities of the Board	4
2.3	The Role and Responsibilities of the Executive	4
2.4	Division of Roles between the Board and the Executive	5
3	Members of the Board: Roles, Responsibilities and Formalities.....	5
3.1	Election and Composition of the Board of MSF Sweden.....	5
3.2	Responsibilities of Board Members.....	5
3.3	Staff Representative in the Board	6
3.4	Responsibilities of the Association Coordinator and Board and Executive Support.....	6
3.5	Formalities and Procedures concerning Board Membership	6
4	Functioning of the Board.....	9
4.1	Board Meeting.....	9
4.2	Appointment, Evaluation and Salary of the General Director	13
4.3	Evaluation of the Board.....	13
4.4	Annual Planning	14
4.5	The Board and the Association.....	14
5	The General Assembly.....	15
5.1	Checklist and Guideline	15
5.2	Election Committee.....	15
5.3	Motion Committee	15
6	MSF Nordic Collaboration.....	15
7	Appendices	15
	Appendix A – MSF General	16
	Appendix B – Statutes.....	16
	Appendix C – MSF Sweden Strategy	16
	Appendix D – Consolidated action plan	16
	Appendix E – OCA and OCB Governing documents	16
	Appendix FA – International facts Association	16
	Appendix FB – International facts Executive	16
	Appendix G – Decision Process MSF Sweden	16
	Appendix H – Division of Roles	16

Appendix I – Terms of Reference MSF Sweden Board.....	17
Appendix J – Terms of Reference Staff Representative.....	17
Appendix K – Job descriptions Association Coordinator and Board and Executive Support	17
Appendix L – Board member documents	17
Appendix M – Approval of costs.....	17
Appendix N – Policies	17
Appendix O – Signatory Rights.....	17
Appendix P – Strategic Platforms	17
Appendix Q – International Representatives.....	17
Appendix R – GD Job Description	17
Appendix S – General Assembly	17
Appendix T – Election Committee	18
Appendix U – Motion Committee.....	18

1 Introduction

The Board of Läkare Utan Gränser (henceforth MSF Sweden) has, in line with the statutes of the Association and the FRII code, endorsed the MSF Sweden Internal Rules to ensure a transparent, efficient, and well-functioning Association.

The revised Internal Rules were approved by the MSF Sweden Board (henceforth the Board) on June 15 - 16, 2018 and shall be reviewed on a three-year basis with all changes consequently approved by the Board. The latest revision was approved by the Board in April 2026.

All board members as well as the General Director are expected to have a copy of the Internal Rules and to be familiar with its content. An updated copy of the Internal Rules is given to the MSF Sweden Auditor every year.

2 The Board, the Executive: Roles and Responsibilities

2.1 General Principles

MSF's core principles can be found in the MSF Charter, the MSF Chantilly Identity Document, the MSF Mission Statement, MSF's International Statutes, MSF's International Internal Rules, and in the La Mancha agreement (*Appendix A: MSF Charter etc*).

The statutes for MSF Sweden (*Appendix B: MSF Sweden Statutes*) were last approved by the General Assembly (henceforth the GA) in May 2025.

The Members of the Association (henceforth the Association) meets yearly at the GA (which is the highest decisional body of MSF Sweden). At the GA, the members approve the Annual Report, vote on discharging the Board of liability, elect board members, and vote on motions.¹

The Board is accountable to the Association in terms of decisions taken and progress of motions and recommendations accepted by the GA. The Board appoints a General Director (henceforth the GD) to lead the executive and who is accountable to the Board.

The GD organizes the Executive to implement activities following the visions and strategies expressed in the MSF Sweden Strategy (*Appendix C: MSF Sweden Strategy*) and the MSF Sweden Consolidated action plan (*Appendix D: Consolidated action plan*).

The Board exercises control and management over the organization on behalf of the Association, and in accordance with decisions and directions taken by MSF as a movement. The duties imposed on board members are fiduciary duties (in Swedish "förtroendeuppgifter") and apply to each board member separately, while the powers apply to the Board jointly (meaning that board members have individual responsibility for decisions taken, but cannot take those decisions as individuals, only when acting as a Board). As such, all decisions by the Board should be taken and implemented in good faith and with proper purpose (in Swedish = med rätt ändamål). Board members should show mutual trust towards one another and show transparency towards the Association. The duties as a board member can be divided in three parts: duty of care, duty of loyalty, and duty of obedience.

Duty of Care: The duty of care describes the level of competence that is expected of a board member and means that they should act with integrity, reasonable skill, care, and diligence (in Swedish = agera med integritet, rimlig kompetens, noggrannhet och aktsamhet) when they make a decision on behalf of the organization.

Duty of Loyalty: The duty of loyalty is a standard of faithfulness; all board members must give undivided

¹ For a full list of decisions to be taken by the General Assembly see MSF Sweden Statutes Article VI GENERAL ASSEMBLY.

allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member of the Board for personal gain but must act in the best interest of the Association.

Duty of Obedience: The duty of obedience requires a board member to be faithful to the Association's mission and means that a board member is not permitted to act in a way that is inconsistent with the goals of MSF Sweden. The basis for this rule lies in the public's trust in that the organization will manage donated funds to fulfil the organization's mission.

For more, see *3.4.1 Conflict of Interest*.

2.2 The Role and Responsibilities of the Board

The Board is the guardian and the guarantee of MSF's ethics, values and principles as agreed upon within the International Movement. It should set the policy, the vision, and as well support and promote the activities of MSF Sweden.

The Board will reinforce and strengthen the role of the Association, both in Sweden and within the International Movement. To be able to do this, it is necessary to acquire enough information to create and uphold both the knowledge and the understanding of international debates and the Swedish context.

Legally the Board is accountable to the Association, and an Annual Report, including the financial report, is presented at the GA each year. Beyond this, the Board is morally accountable to MSF's beneficiaries and donors.

Through its convention with the Operational Directorate in Brussels (henceforth OCB) (*Appendix E: Governing documents OCA, OCB and International*), MSF Sweden participates in the decision-making process of the operations by being represented in the OCB Board. MSF Sweden also supports the Operational Directorate in Amsterdam (henceforth OCA) primarily through the allocation of private funds to OCA, and by being represented in the OCA Council. (*Appendix E: MoU*).

The Board and MSF Sweden as well as MSF Finland are also accountable towards the greater MSF movement and should take into account decisions taken on international decisional platforms such as the International General Assembly, and the International Board.

2.2.1 Motions

The Motions Committee is a separate entity apart from the Board and has its own Terms of Reference. At least one of the members in the Motion Committee should be from the Board. Motions are to be presented to the Board at least 30 days before the GA.

2.3 The Role and Responsibilities of the Executive

The MSF Sweden office (henceforth the Executive) is under the responsibility of the GD who is appointed by the Board. The GD is responsible for the day-to-day functioning of MSF Sweden and the implementation of activities within the vision and strategy as provided by the Board. The GD prepares and presents the Consolidated Action Plan (henceforth the CAP) and budget yearly to be approved by the Board. For more, see *4.4 Annual Planning* and *Appendix R: GD Job Description*. In addition to its main tasks and responsibilities, the Executive is tasked with ensuring that the necessary information on its activities and financial situation is presented to the Board on a regular basis.

Moreover, the Executive ensures that decisions passed by the Board are implemented, and that the

Board receives the information/materials necessary to hold board meetings in a timely manner. Any decision point proposed by the Executive for the Board's approval needs to be accompanied by written background materials, including a risk- and opportunity analysis, budgetary implications, and the Executive's recommendations. See 4.1.7 Announcement, Agenda, and Preparatory Document and Appendix G: Decision Process MSF Sweden for deadlines etc. It is strongly recommended that, as far as possible, issues are discussed in the Strategic Platforms prior to the board meeting.

The GD is responsible for ensuring that decisions taken by the Board are communicated to the Executive and implemented.

In MSF Sweden, major decisions are taken through a process of three meetings with the Board: one information meeting, one dialogue meeting, and one decisional meeting. One of these meetings shall, as far as possible, be held within a Strategic Platform. See *Appendix G: Decision Process in MSF Sweden*.

The Executive's main activities are all connected to the core functions. These core functions are Human Resources (HR), Fundraising (FR) and Communication. Each of the core functions are equally important, regardless of size, budget, or staffing.

Just like the Board, the Executive needs to work in close collaboration with the international movement and does so by representing MSF Sweden on various platforms and other executive groups (such as the OCB Extended CoDir, OCA GD Forum, Full ExCom etc). (*Appendix F: International Fact sheets*)

2.4 Division of Roles between the Board and the Executive

See *Appendix H: Guiding Principles on Division of Roles Board and the Executive* and the document *Division of Roles Board and Executive MSF Sweden*.

3 Members of the Board: Roles, Responsibilities and Formalities

3.1 Election and Composition of the Board of MSF Sweden

The Board consists of six to eleven (6-11) regular board members. All new board members are elected for terms of three (3) years at the General Assembly. The Board elects the President, Vice President, Treasurer and Secretary at the first meeting after the GA. The Board should strive to co-opt members to fill any potential competency gaps in the Board. If a replacement to a vacancy to one of the core positions cannot be filled from within the Board, co-optation is possible. The Board can appoint working groups.

3.2 Responsibilities of Board Members

3.2.1 General and individual responsibilities of the Board Member

See *Appendix I: Terms of Reference Board Members*

3.2.2 Responsibilities of the President

See *Appendix I: Terms of Reference of Board Members*

3.2.3 Responsibilities of the Vice-President

See *Appendix I: Terms of Reference of Board Members*

3.2.4 Responsibilities of the Treasurer

See Appendix I: Terms of Reference of Board Members

3.2.5 Responsibilities of the Secretary

See Appendix I: Terms of Reference of Board Members

3.3 **Staff Representative in the Board**

See Appendix I: Terms of reference: Staff representative

3.4 **Responsibilities of the Association Coordinator and Board and Executive Support**

See Appendix K: Job descriptions Association Coordinator and Board and Executive Support

3.5 **Formalities and Procedures concerning Board Membership**

3.5.1 Ethical Leadership Standards

See Appendix L: Ethical Leadership Standards

3.5.2 Presence

Board members are expected to have a high rate of presence at board meetings, as the Board needs a quorum in order to be able to take decisions². A high rate of presence and active participation is needed for the Board to function correctly and to be able to carry out its role in a responsible manner.

Although board members are encouraged to maintain experience from MSF projects, there is a need for consistency and sustainability on the Board and its associative work. Therefore, a board member is only allowed to work in a project on an executive contract for three (3) months during a board year. It is also to avoid conflict of interest that might occur from being on the Board and holding an executive contract at the same time.

In addition, all board members should plan to attend in person or online at least 75 percent of all board meetings during the board year. At least three of these board meetings should be in-person meetings. An absence of more than 25 percent of a board year is not compatible with board work. Board members are to declare plans to go on assignments or engage in other events which may affect their board work to the Election Committee prior to announcing their candidacy for the Board. The individual board member's attendance record is reported each year in the Annual Report.

3.5.3 Compensation and Travel

Compensation

² MSF Sweden's bylaws, paragraph 9: Styrelsen kan fatta beslut då minst fem styrelsemedlemmar är närvarande. Styrelsebeslut fattas med enkel majoritet bland närvarande medlemmar. Vid val av ordförande och tillsättande av generalsekreterare krävs 2/3 av den fulltaliga styrelsen, det vill säga minst fyra röster.

MSF Sweden's bylaws, paragraph 9: A Board decision may be taken with five or more board members present. Simple majority is required for a decision. When electing the Chairperson and appointing the General Secretary a two thirds (2/3) majority of the full Board is required, which equals at least four votes.

Only one board member can receive compensation at any given time, preferably the President. The compensation to the remunerated board member can vary between 0% and 50% of the so called Swedish “prisbasbelopp”³. The percentage depends on the work situation, the time that they can devote to MSF board work without a major loss of income, and the demands on the position as expressed by the Association.

The Board decides how big the remuneration should be, and is obliged to present and approve the past year’s chosen level of compensation at each GA. It is also the Board who decides which board member should be remunerated. If the remunerated board member goes on an MSF assignment, visits to projects or FADs, they will continue to receive the agreed upon compensation. The agreed upon compensation can be transferred to another board member assuming the duties of the remunerated board member during this time. The transfer should be treated as a decision item and must be approved by the Board.

Apart from the remunerated board member, other board members cannot receive any monetary or other sorts of compensation for their work since board work is considered to be on a fully volunteer basis.

Since 2007, the compensation has been regarded as a base for pension savings (pensionsgrundande). Starting January 1st, 2020, the pension saving paid for the remunerated board member is set to 10 percent of the numerary compensation, regardless of the age of the beneficiary. The pension saving is not to be included in the numerary remuneration.

Compensation during Travel

During their mandate, all board members that participate in executive and/or associative activities, as required by MSF, can be reimbursed for travel and hotel costs by MSF Sweden. The President of the Board can also be reimbursed for travel and hotel expenses in connection with necessary visits to the office and other travels included in the assignment.

Though board members are not given a per diem, they are entitled to submit for reimbursement meals to a maximum of 100% of the Swedish “traktamentsbelopp”⁴ while travelling. In order to receive compensation, board members must provide receipts for these meals. If meals are provided by an MSF office in connection with meetings, meals will not be reimbursed. Likewise, if a board member is visiting a project and receives a per diem, they cannot submit meal expenses to MSF Sweden.

The President must approve all costs incurred by board members, while all expenses incurred by the President are signed by the Treasurer of the Board, or two other board members in association.

Concerning signing for expenses, see *Appendix M: Approval of Costs*.

Board members’ travel

MSF Sweden has a travel policy that applies to all staff. As far as possible, board members should also follow this policy. However, board members travel on their own time and are not financially compensated for travel time, which means that some deviations may occur. All such deviations should

³ **Prisbasbeloppet (Price Base Amount)**, earlier called “base amount” (“basbeloppet”), is applied in various instances in Swedish law, for example when determining the upper limit of the state salary guarantee which one can be paid, which is four Price Base Amounts (statlig lönegaranti). As the number of amounts is constant the value of the amount must be adjusted for inflation. Hence the Price Base Amount shall be adapted to the consumer price evolution.

⁴ Decided yearly by the Swedish tax authorities

be checked with and approved by the President. Examples of such deviations could be a night train that does not book through the system, or a considerably cheaper travel possibility than what the MSF Sweden travel booking system offers.

The MSF Sweden Travel Policy states that the choice of travelling first and foremost should reflect a balance between costs and benefits. Always consider if the meeting can be done remotely or if travel is justified.

To travel, board members are expected to on their own book all travel within Europe through the MSF Sweden travel booking system. All board members have a log in. For travel outside Europe the board member should contact the Association Coordinator or the Board and Executive Support.

Generally, the following applies:

- All travel for board and association business needs to be approved beforehand by the President.
- Plan the trip in advance.
- Avoid flying, if possible, but if it is necessary, do it as environmentally friendly as possible.
- Saving money should be put before ensuring personal convenience.
- Safety should, however, always be considered.

For details, please see *Appendix N: MSF Sweden Travel Policy*.

If you are hesitant about which alternative to choose, talk to the Association Coordinator or the Board and Executive Support.

- Hotels: The Association Coordinator or the Board and Executive Support will book hotels and other accommodation, if not otherwise specified. Generally, for board meetings we book single rooms, but when attending associative events (such as the GA, Nordic events, OCA Café or OCB Gathering) shared rooms are booked to save costs.
- Need a visa? Contact the Association Coordinator or the Board and Executive Support.

Insurance while travelling

Board members are, as is MSF staff, insured while travelling on behalf of MSF.

3.5.4 Signatory, Subscription and Representation Rights

The Board decides which persons have a right to sign for MSF Sweden and who has the right to speak in the name of MSF Sweden.

Concerning speaking out for the Association (media etc) the diversity we have in the projects should be reflected in our communication. This means that the person best suited to speak on an issue (be it a recently returned international mobile staff, or a representative from the Executive, or the President as it may be) will be asked to represent MSF Sweden. Generally, the President of the Board has a bigger responsibility to assume this role but can if needed request someone else from the Board to replace them, most often the Vice President.

Concerning Signatory and Subscription Rights see *Appendix O: Signatory Rights of MSF Sweden*.

3.5.5 Resignation

In case a board member wishes to step down from their position as a member of the MSF Sweden Board

before the end of their mandate, they are expected to inform the President in writing. The Board will formally accept the resignation at the first board meeting after the board member announces that they want to step down. A replacement member will be elected at the next GA. If there is a need to replace the board member before the GA, the Board can co-opt a new member.

If the Board is no longer able to form a quorum due to a board member's resignation, removal or death, an extraordinary GA will be called to elect replacement member(s).

If the Vice President, Treasurer or Secretary were to resign, die or be removed, a replacement from within the Board will be elected at the next board meeting. If this is not possible, the Board can co-opt a member to fill the position.

Should the President be unable to fulfil their duties for a shorter period of time (due to sickness, work in the projects, etc.), the Vice President steps in to lead the Board. The Board will then delegate the President's duties amongst themselves. Should the President's absence create a high workload for one specific board member, the Board can decide to re-distribute the remuneration during the time period in question. There are highs and lows when it comes to workload during the year, and this should be taken into consideration when deciding on making changes to the remuneration.

A board member can be removed from office by a two-thirds (2/3) majority vote by all regular board members currently on the Board. If a board member is removed, they can appeal at the next General Assembly to be reinstated.

4 Functioning of the Board

4.1 Board Meeting

4.1.1 First Board Meeting after the General Assembly

The first board meeting is usually held immediately after the closure of the GA. During this meeting the Board elects the President, Vice President, Treasurer and Secretary. At this point it should be decided who has the right to sign for MSF Sweden (see *Appendix O: Signatory Rights of MSF Sweden*).

All board members should sign the Conflict of Interest and Confidentiality Agreement and the Financial Misconduct Statement (see *Appendix L*) during or as soon as possible after the first meeting after the General Assembly. All new board members should sign the Behavioural Commitments (see *Appendix L*).

4.1.2 Decisions and voting

The Board may consist of 6-11 regular board members. A board decision requires simple majority and the President or the Vice President being present.

Election and removal of the President and of the General Director or the removal of a board member requires a two thirds (2/3) majority of the regular board members. Amendments to Art 1,2,3,4,8,9 and 13 require a unanimous board vote by regular board members before being proposed to the GA.

When electing or removing the President, appointing, or removing, the General Director, or removing a board member, a two thirds (2/3) majority vote by all regular board members currently on the Board is required. Should there be a tie, the President will cast the deciding vote. If the vote concerns the President, the Vice President should cast the deciding vote.

4.1.3 Introduction for New Board Members

The President is responsible for introducing the board work to the new Board.

- Introduction to the Board's work:
 - The Board receives training from a qualified person on its legal and fiduciary role and responsibilities (generally during the meeting following the first meeting after the General Assembly).
 - The President introduces the board year (what decisions are taken and when) and the Board Working Groups;
 - The President leads discussions on how the Board should function and the expectations of board members;
- The General Director (or the person they delegate to) is responsible for introducing the Executive's work:
 - Introduction to the office – who does what?
 - Introduction to the reporting system, how to read the executive reports etc.
- The budget is sent to all new board members (as part of the CAP for that year). The budget revision, if any, is presented and voted on at the first regular board meeting (usually in June) following the election of new board members.
- All new board members have access to previous board minutes to allow them to follow decisions and discussions.

4.1.4 Regular Board Meeting

In general, in-person board meetings are held on a bi-monthly basis, i.e., six times a year. The board meetings are generally held on a Friday afternoon and evening starting at 14.00 and ending at 21.00, or on a Saturday starting at 9.00 and ending at 16.00. Generally, the board meetings are open to the Executive and the Association unless declared otherwise.

During the months when there are no in-person meetings, evening meetings will be held online (six times per year). The online meetings should last no longer than three hours and include topics where decisions are needed but where a thorough board debate is not foreseen.

The meeting schedule is decided in August, and the next meeting date is stated in each preceding minutes.

Ordinarily, the face-to-face board meetings take place at the MSF Sweden office. It is possible for board members to attend the meeting online, however, physical presence is preferred.

Generally, the board meetings are held as follows:

Face-to-face meetings: February, April, June, August, September/October, November
Online: January, March, May, October, December.

Extra Board Meetings: In case there is a need, the Board can decide to plan for extra board meetings in order to discuss particular issues.

4.1.5 Strategic Meeting

Once a year the Board meets with the Senior Management Team (henceforth the SMT) and the owners of specific objectives to discuss the strategy for the coming year. This is an opportunity to revisit the MSF Sweden Strategy and to ensure that the Board and Executive are on the same page vis a vis the priorities for the coming year. The meeting is usually held in connection with the September/October board meeting. The SMT can invite other key staff members to the meeting as needed. The purpose of

the meeting is to ensure that the organization is planning not only for the current and coming year, but for the future.

The strategic meeting is a joint Board – Executive meeting. The agenda and arrangements for the strategic meeting are owned by the Executive.

4.1.6 Chair, Secretary, Controllers and Timekeeper

At the start of each board meeting, a Chair, Secretary, Timekeeper, and one or two Controllers are appointed.

4.1.7 Announcement, Agenda, and Preparatory Documents

The board meeting schedule is set on a yearly basis and approved by the Board. All new board members will receive the Board schedule when they join the Board. The board meeting schedule is announced to the Association on the member platform Souk, and an invite is e-mailed to the Association and the Executive (unless it's a closed meeting).

The agenda and background materials for each meeting are uploaded on the dedicated Board space on Teams a week ahead of the meeting. The agenda is set by the President, in collaboration with the General Director, and prepared and sent out by the Board and Executive Support. The agenda should contain information on what topics are to be discussed and where decisions need to be taken. Moreover, the agenda should list the documents that the board members should have gone through prior to the meeting. The Board and Executive Support makes sure all preparatory documents are shared with the Board in due time before the meeting.

4.1.8 Minutes

The Secretary is responsible for taking decisional minutes during the meeting, and to e-mail them to the Board within a week of the meeting. The full minutes are taken by the Board and Executive Support and normally sent in draft form to the President and Secretary within two weeks of the meeting.

The President and Secretary check the minutes and revises them. The minutes are then sent to the General Director and the Controller(s) for comments. The minutes are approved at the next meeting and signed as soon as possible thereafter by the Chair, Secretary, and the Controller(s). After the minutes have been signed, they are available for all members. The President is ultimately responsible for the minutes and if there is a disagreement on what was discussed or decided on, the dissenting member can write a "minority report" which will be added to the minutes. Further, it will be recorded in the minutes if a board member chooses to abstain or vote against a decision and asks that their vote is to be recorded separately.

The Secretary takes minutes during closed sessions and sends the decision points to the Board and Executive Support so that they can be included in the full minutes. Minutes from Closed Session are kept in the Board Only Teams channel.

4.1.9 Working Groups

To guarantee a smooth and efficient functioning of the Board and to enable the Board to carry out all its duties, the Board shall, depending on the workload and variety of issues, form Working Groups that

cover one or more issues. These issues might be requested by the Association at the GA through the motions process, it might be issues that are raised by OCB or OCA, MSF International, or other issues as seen suitable by the Board or the President.

The purpose of the Working Group is to be responsible for detailed analysis and preparation of the specific issue(s), keeping the rest of the Board updated, and finally preparing the working document for final decision by the Board.

4.1.10 Strategic Platforms

There are several strategic platforms in MSF Sweden, which are thematically organized and where the Board is represented in order to increase the mutual understanding and to better prepare for upcoming board meetings. The groups are permanent, meet on a regular basis, and the members are defined. The ambition is to have separate meetings focusing on the core areas of work, where those who are responsible for specific areas and board members can work in more detail on the specific issues at hand. The strategic platform groups are not decisive, but rather platforms for discussion. They can, however, task the SMT to prepare and follow up on issues that later are reported to the entire Board. The person responsible for the Strategic Platform (the Executive) is responsible for calling the meetings, setting the agenda, minute taking etc.

After each meeting the focal point (the board member) is responsible for sharing the outcome of the meeting with the Board within one week of the meeting.

The Consolidated Action plan, mandate and other core responsibilities of the Strategic Platforms are described in *Appendix P: Strategic Platforms Terms of Reference* and *Appendix I: Terms of Reference Board member*.

4.1.11 Appointment of International General Assembly Representatives

The International General Assembly (henceforth the IGA) is the highest governing body within MSF, and as such the guardian and decision-maker regarding the MSF Charter and the purpose of the Association. It safeguards our medical humanitarian social mission and provides general and strategic orientations across the movement. It has the final decision on key associative governance issues, and will provide strategic directions for the MSF movement, while delegating duties to the International Board and holding it accountable. Accordingly, strong, and meaningful participation of representatives is necessary for a well-functioning IGA and for effective governance of MSF. The IGA meets once a year but may also meet more frequently in exceptional circumstances.

The International General Assembly is composed of two Representatives from each institutional member (i.e., Associations), and the MSF International President. Following an IGA decision in 2024, each section (that is not regional) have one vote each at the IGA. However, as an institutional member, each section has two seats (but only one vote) at the IGA. It is required that the Association is represented by its President, and that one of the two Representatives has a medical profile⁵. Thus, the President of the Swedish Board is one of MSF Sweden's Representatives, while the other Representative is elected by the members at the GA. The Board President serves as the IGA

⁵ In 2009 the International Council defined medical or paramedical professionals as all professions that have, during initial training and later practice, a practitioner-patient relationship.

Representative concurrently with his or her term as President, while the elected representative serves a three-year term.

The term of the President commences and terminates with their turn as President. If a new IGA representative is elected at the same GA as a new President, the outgoing IGA representative may accompany the newly elected IGA representative to the IGA in a non-voting capacity.

In addition to attending the IGA each year, it is strongly recommended that the IGA Representative attends the webinars hosted by the International Board after each of their meetings in order to be able to follow the discussions and dilemmas leading up to the IGA.

All IGA Representatives are obliged to report back to the Board twice a year (once after the IGA, and once before the coming IGA) in order to keep the Board abreast of the discussions and decisions taken, but also to get the Board's input on upcoming issues. The IGA Representatives should also bring any urgent issue coming from the International Board deliberations to the Board's attention. The IGA Representative must report back to the Association on decisions taken at the IGA and on upcoming debates. (*See Appendix Q: ToR IGA Representative*)

Elected IGA Representatives cannot hold an executive position within any of MSF's institutional members, or any legal entity registered under the name of MSF. If a Representative is found in violation of this, they must give up their role as IGA Representative.

IGA Representatives shall avoid conflicts of interest. The management of conflicts of interest relating to IGA Representatives is dealt with in the International Internal Rules (*Appendix A: MSF Charter etc/MSF International Internal Rules*).

Should the President leave the term early, the person taking over the President's duties will also take over the role of IGA Representative (see 3.4.5 *Resignation*). Should the elected IGA Representative step down before their term is over, the Board will appoint a temporary replacement from within the Board or Association to serve until the next GA when the members elect a new Representative. Any replacement or substitution of a Representative is subject to a decision of the International Board, and the request for changing an IGA Representative should be sent to the IB elected point person with the International Association Coordinator in copy.

Also see *Appendix Q: ToR IGA Representative* and *Appendix A: MSF Charter etc/MSF International Statutes (Article 7 – Right to Vote and Representation of Members; Article 11 - Composition, Role and Responsibilities; Article 12 – Meetings; Article 13 - Method of Convening; Article 14 – Decisions)*.

-

4.2 Appointment, Evaluation and Salary of the General Director

The Board appoints the General Director, and the decision requires a 2/3 majority of the regular board members. The sitting Board will determine what methodology to use when conducting the search for a new GD.

The performance of the General Director is evaluated on a yearly basis, and the evaluation normally takes place during early spring. Moreover, it is the Board that decides on the General Director's salary and its annual adjustment. The GD salary is set within the constraints of the MSF Sweden's Salary Policy. (*Appendix R: General Director Job Description*.)

4.3 Evaluation of the Board

In order to ensure a good and continuously improving performance, the Board undergoes one self-evaluation exercise a year. The evaluation is both written (individual self-evaluation) and a group discussion (general performance of the Board). This discussion can include topics such as information flow, decision processes, how the Board functions as a collective, and what competencies are lacking. At the same time, an evaluation of the Board and the Board/Executive collaboration is done by the Senior Management Team. In January the following year a short re-cap is done by the Vice President, so that the new Board knows which areas needed improvement and to give the Board a chance to amend potential issues before the next evaluation.

4.4 Annual Planning

The Board's tasks/activities can be divided into two groups: annual reoccurring "to do's"/activities and other non re-occurring tasks/activities based on what is going on inside and outside MSF. As such, some tasks can be foreseen and need to be planned and carried out on an annual basis:

- First board meeting after the GA (May)
- Start-up meeting with the new Board including board training (June/August)
- Budget Revision, if applicable (June)
- Strategy Meeting with the Executive (September/October)
- Presentation of major risks identified by the Executives and approval of the Board risk analysis. (November)
- Consolidated Action Plan (November)
- Budget Approval (November)
- Meeting with Election Committee ahead of next General Assembly (November and March)
- Planning of the General Assembly (end of the calendar year and continuously up to the General Assembly)
- Motion implementation and follow-up (January, April and August)
- Evaluation of the General Director (March/April)
- Board evaluation (April)
- Annual report Approval (April)
- Auditor visit and report back (April). See *Appendix N: MSF Sweden policies/Auditor Rotation Policy*.

Other tasks/activities that need to be carried out on a regular basis:

- Association Activities, revision of policies and working documents, such as the Internal Rules.

4.5 The Board and the Association

The members, who are mostly people who have worked in MSF's humanitarian projects or in the various offices, constitute the legislative power of the organisation.

The associative nature of MSF and the reasoning for it is described in the Chantilly document, specifically in *principle 10: Operating an Association*:

"The commitment of each volunteer to the MSF movement goes beyond completing a mission; it also assumes an active participation in the associative life of the organisation and an adherence to the Charter and Principles of MSF. Within the different representative structures of MSF, the effective participation of volunteers is based on an

equal voice for each member, guaranteeing the associative character of the organisation. MSF also endeavours to constantly integrate new volunteers to maintain spontaneity and a spirit of innovation. Linked to the idea of volunteerism, the associative character of MSF permits openness towards our societies and a capacity for questioning ourselves.”

In the La Mancha process in 2005- 2006 the associative structure and ownership of MSF was one of the main points for debate. The process confirmed the associative ownership of MSF but also defined a clear need to strengthen the associations on various levels. From the La Mancha agreement 2.4:

“Informed and active associations and their representatives are crucial to assuring the relevance of our action and the maintenance of a strong MSF international movement. Invigorating participation in the associative at all levels of MSF is essential to building and maintaining credible, competent and relevant international governance.”

The Association Working Group (the President, board members and the Association Coordinator) sets the plan for how many association evenings/events to hold each year. Dates are identified twice per year (Spring-Autumn) and communicated well in advance to help members plan ahead. Decisions on dates and topics are taken by the President in consultation with the same working group as well as deeper planning on other details. Normally, a range of different events are organized throughout the year with the exception of the months May (GA), and June – August.

5 The General Assembly

5.1 Checklist and Guideline

See Appendix S: General Assembly Guidelines and Objection to Consideration of a Motion

5.2 Election Committee

See Appendix T: Election Committee Guidelines

5.3 Motion Committee

See Appendix U: Motion Committee Terms of Reference

6 MSF Nordic Collaboration

The Board (as well as the executives of MSF Sweden) strives to cooperate with the Nordic associations and executives as much as possible. One example of cooperation at association level is the joint General Assembly with MSF Sweden, MSF Denmark and MSF Norway. A new model for Nordic Collaboration is being discussed.

7 Appendices

Appendix A – MSF General

Médecins sans Frontières Charter
MSF International Statutes
MSF Internal Rules
The La Mancha agreement
The MSF Chantilly Document

Appendix B – Statutes

Statutes MSF Sweden
Stadgar Läkare utan gränser Sverige

Appendix C – MSF Sweden Strategy

MSF Sweden Strategy

Appendix D – Consolidated action plan

MSF Sweden consolidated action plan

Appendix E – OCA and OCB Governing documents

MSF IO International Multiyear Plan
Governance in MSF
OCA Memorandum of Understanding (MoU)
OCA Strategic Plan
OCB Association Strategy
OCB Board Regulations
OCB Strategic Orientations
OCB Strategic Ambitions
OCB Operational Prospects
Resource Sharing Agreement

Appendix FA – International facts Association

International Board Associative Standing Committee
International Board Finance and Audit Committee
International Board Medical Standing Committee
International Board People Standing Committee
International Board Social Mission Standing Committee
International Board Fact Sheet
International General Assembly Fact Sheet
MSF International Fact Sheet
Movement Wide Association Fact Sheet
ExCom Fact Sheet

Appendix FB – International facts Executive

International Executive Governance Platform ToR Part 1
International Executive Governance Platform ToR Part 2

Appendix G – Decision Process MSF Sweden

Decision Making in MSF Sweden

Appendix H – Division of Roles

Division of Roles
Guiding principles of Division of Roles

Appendix I – Terms of Reference MSF Sweden Board

- Board member Terms of Reference
- President Terms of Reference
- Vice President Terms of Reference
- Secretary Terms of Reference
- Treasurer Terms of Reference

Appendix J – Terms of Reference Staff Representative

- ToR Staff Representative

Appendix K – Job descriptions Association Coordinator and Board and Executive Support

- Association Coordinator Job Description
- Board and Executive Support Job Description

Appendix L – Board member documents

- Ethical Leadership Standards Guidelines and Self Declaration
- Conflict of Interest and Confidentiality Statement Financial Misconduct Statement
- Behavioural Commitments

Appendix M – Approval of costs

- Policy for Approval of Costs
- Travel Reimbursement Guidelines for MSF Sweden Association

Appendix N – Policies

- Auditor Rotation Policy
- Environmental Policy
- Internal Control Policy HQ
- Salary Policy
- Reporting procedure guideline
- Responsible Behaviour Policy
- Work Environment Policy

Appendix O – Signatory Rights

- Signatory Rights MSF Sweden

Appendix P – Strategic Platforms

- Strategic Platform ToR - Template

Appendix Q – International Representatives

- International General Assembly Representative Terms of Reference

Appendix R – GD Job Description

- General Director Job Description

Appendix S – General Assembly

- General Assembly Guidelines
- Objection to Consideration of a Motion

Appendix T – Election Committee

Election Committee Guideline

Appendix U – Motion Committee

Motion Committee Terms of Reference

Revision history

260411	Changes in content (regular board meetings, minutes procedure, annual planning, collaboration with members based in Pakistan, Nordic Collaboration). Updating Appendix E “OCA and OCB Governing documents”, Appendix FA “International facts Association”, Appendix N “Policies” and Appendix Q “International Representatives”. Adding the Appendix “Objection to consideration of motion” and the Appendix “Ethical Leadership Minimum Standards Guidelines” and “Behavioural Commitments”. Minor language revisions.
250413	Adaptation to statutes changes from the GA 2024(3-year mandates, removal of alternates), updating travel reimbursement for President and IGA representation. Minor language revisions.
240502	Changed the section of co-option of board members to emphasize that the Board should strive to co-opt.
230314	Changes in content and minor language changes. (Travel policy, board member attendance, IGA representative).
201028	A limit to length of board member’s field work is added to chapter “Presence”.
200116	Changed all he/she to the gender neutral they/them etc. Remunerated board member to receive compensation while on field assignment.
191217	Added information on remuneration to board member to include pension saving 10 % (Pension of 8% already in practice since 2007 but not noted in Internal Rules).
2019	Inclusion of Finland office in texts.